

RESTATED AND AMENDED  
BYLAWS  
OF  
KCTS TELEVISION

PREAMBLE

These restated and amended Bylaws restate, amend and supersede the Bylaws of KCTS Television, a Washington non-profit corporation (the "Corporation"). The Bylaws of the Corporation were originally adopted on September 29, 1983 and amended on November 21, 1983, January 13, 1986, April 22, 1986, April 21, 1987, February 29, 1988, February 1, 1990, February 2, 1993, May 17, 1993, October 6, 1994, and June 27, 1996. They were restated and amended on April 16, 1997 and further amended effective December 11, 1996, February 8, 2000 and October 17, 2002.

ARTICLE I

Offices

(1) Registered Office and Registered Agent: The registered office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office.

(2) Other Offices: The Corporation may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

ARTICLE II

Members

The Corporation shall have no members.

ARTICLE III

(1) Board of Directors Number and Powers: The management of all the affairs, property, and interest of the Corporation shall be vested in a Board of Directors, consisting of a minimum of twelve (12) persons, not to exceed fifteen (15) persons. The Board of Directors shall select the Directors of the Corporation as set forth below for the term set forth below and each director so selected shall hold office until his or her successor is elected and qualified. No director may be a paid employee of the

Corporation. Directors may not be members of the KCTS Advisory Boards during the time they are serving as directors of the Corporation.

(2) General Standards for Directors. A director shall discharge the duties of a director, including duties as a member of a committee:

- (i) in good faith;
- (ii) with the care, including reasonable inquiry, an ordinary prudent person in a like position would exercise under similar circumstances;
- (iii) in a manner the director reasonably believes to be in the best interests of the Corporation.

(3) Election of Directors: Subject to subparagraph 5 of this Article III, the Chair of the Board shall select a Nominating Committee, all of whom shall be members of the Board of Directors. Upon notice by the Chair of the Board to the Nominating Committee of the expiration or earlier termination of the term of a director or directors of the Corporation, the Nominating Committee shall, on or before the next scheduled meeting of the Board of Directors, recommend for election the required number of directors and shall notify the Chair in writing of its recommendations. If the Nominating Committee does not recommend a slate of proposed directors within the time period described above or if the Board does not accept the Nominating Committee's recommendation, the Chair of the Board, may at his or her discretion, either extend the nominating period or call a special meeting of the Board of Directors and take nominations from the floor. Once the nominating process is completed, the empty position(s) shall be filled by a majority vote of the Corporation's remaining directors from the slate nominated by the Nominating Committee.

(4) Term: The directors shall serve for staggered three-year terms beginning on January 1 and ending on December 31 of the applicable years; provided, however, that each director shall serve, in any event, until his or her successor has been duly elected and qualified. Terms of additional directors shall be selected so that, as nearly as possible, equal numbers of directors will have terms expiring each year. Directors may serve for no more than two full consecutive three-year terms (plus any partial term), and a minimum of twelve calendar months must elapse before two terms shall be deemed non-consecutive. Notwithstanding the foregoing, the Board of Directors may, by a majority vote of those present at any meeting at which a quorum is present, extend the term of any director whose term would otherwise expire so that the director may continue to serve beyond his or her term limit for such period as the Board of Directors determines, in its discretion, is in the best interests of the Corporation.

(5) Two KYVE Representatives as Directors: The KYVE Advisory Board shall have the right to nominate two (2) persons to fill two (2) positions on the Board of Directors, and the successors thereof, following the procedure set forth in subparagraph (3) of this Article III. Upon thirty (30) days' written notice by the Chair of the Board to the KYVE Advisory Board (provided, however, that the KYVE Advisory Board may waive all or a portion of such notice period) of a vacancy in the director position for which the KYVE Advisory Board has the right to nominate a person

hereunder, the KYVE Advisory Board shall nominate a person to fill such vacancy and shall notify the Chair in writing of such nomination. If the KYVE Advisory Board does not nominate a person within the time period described above, the Chair shall notify the Nominating Committee of such failure, and the Nominating Committee shall nominate a person to fill such director position as provided in subparagraph (3) of this Article III.

(6) Attendance of President: The President of the Corporation shall be given notice of all meetings of the Board of Directors, along with the notice thereof given to the directors. The President shall have the right to attend any meeting of the Board of Directors, except for any meeting or any portion of a meeting in which the Board of Directors is properly constituted in executive session.

(7) Change of Number: The number of directors may at any time be increased or decreased by a resolution adopted by a majority of the Board of Directors then in office but no decrease shall have the effect of shortening the term of any incumbent director.

(8) Vacancies; Removal: All vacancies in the Board of Directors, whether caused by resignation, death, or otherwise, shall be filled as set forth in subparagraph (3) above, and any director elected to fill any vacancy shall serve for the remaining unexpired term of his or her predecessor and until his or her successor is duly elected and qualified. A Director may be removed, with or without cause, by a vote of two-thirds (2/3) of the Directors present at any meeting of the Directors. The Notice given for the meeting must contain notice that one (1) of the items of business will be removal of the Director and must be delivered to the Director to be removed no less than three (3) days before the date of the meeting at which the resolution will be considered.

(9) Annual Meeting; Regular Meetings: The annual meeting and regular meetings of the Board of Directors may be held at the registered office of the Corporation or at such other place or places, either within or without the State of Washington, as the Board of Directors may from time to time designate. The annual meeting shall be held during the first quarter of each year on a day designated by the Board, and regular meetings shall be held no less frequently than quarterly; provided, however, that any failure to hold any such meetings shall have no effect on the business or activities of the Corporation, its officers or directors.

(10) Special Meetings: Special meetings of the Board of Directors may be called at any time by the Chair, the President, or in his or her absence or upon written request, by any two (2) directors. All meetings shall be held at the registered office of the Corporation or at such other place or places as the directors may from time to time designate.

(11) Notice: Notice of all meetings of the Board of Directors (or any committee thereof) shall be given to each director by no less than three (3) days' notice by mail, courier service, personally or by facsimile or email. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting, unless one of the

items of business is removal of a Director, in which case, notice of such proposed action must be given.

(12) Quorum/Vote: A majority of the whole Board of Directors or of a committee thereof shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors or of a committee thereof unless the act of a greater number is required by law.

(13) Waiver of Notice: Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by a director, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

(14) Registered Dissent: A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

(15) Executive and Other Committees: Standing or temporary committees may be appointed from its own number by the Board of Directors from time to time and the Board of Directors may from time to time invest such committees with such power as it may see fit, subject to such conditions as may be prescribed by such Board. A Nominating Committee shall be appointed by the Chair of the Board of Directors as set forth in subparagraph 3 of this Article III. An Executive Committee may be appointed by resolution passed by a majority of the full Board of Directors. The Executive Committee shall have and exercise all of the authority of the Board of Directors, except in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending the sale, lease or exchange or other disposition of all or substantially all the property and assets of the Corporation, otherwise than in the usual and regular course of business, recommending a voluntary dissolution or a revocation thereof, or amending these Bylaws. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation. The designation of any such committee and the delegation of authority thereto shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

(16) Action by Directors without a Meeting or by Communications Equipment: Any action required or which may be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors,

or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote. Any action which may be taken at a meeting of directors, or of a committee thereof, may be taken by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another at the same time.

#### ARTICLE IV

##### Officers

(1) Designations: The officers of the Corporation shall be a Chair, Vice Chair, President, one or more Vice Presidents (one or more of whom may be Executive Vice Presidents), a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers and other officers as the Board may designate. The initial officers shall be appointed by the Board of Directors at its organization meeting after incorporation of the Corporation, and shall hold office until the next annual meeting of directors and until their successors are elected and qualified. The term of any officer may be extended by vote of the majority of the Board of Directors present at a duly called meeting at which a quorum is present. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Only Directors may hold the offices of Chair, Vice Chair, Secretary and Treasurer.

(2) The Chair and Vice Chair: The Chair shall preside at all meetings of directors, shall have general oversight of the affairs of the Corporation, and shall perform all such other duties as are incident to the office or are properly required of the Chair by the Board of Directors. The Vice Chair shall exercise the functions of the Chair during the absence or disability, if any, of the Chair. The Vice Chair shall additionally have such powers and discharge such duties as may be assigned from time to time by the Board of Directors.

(3) The President: The President shall be the Chief Executive Officer of the Corporation and shall have general control and management of the business affairs and policies of the Corporation. He/She shall be generally responsible for the proper conduct of the business of the Corporation and shall perform all such other duties as are incident to his/her office or are properly required of him/her by the Board of Directors.

(4) Vice Presidents: During the absence or disability of the President, the Executive Vice Presidents, if any, and Vice Presidents in the order designated by the Board of Directors, shall exercise all the functions of the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him/her from time to time by the Board of Directors.

(5) Secretary and Assistant Secretaries: The Secretary or a staff member serving under the direction of the Secretary shall issue notices for all meetings of the directors which are called by the Chair, the President or the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the

corporate books, and shall make such reports and perform such other duties as are incident to this office, or are properly required of him/her by the Board of Directors. The Assistant Secretary, or Assistant Secretaries in the order designated by the Board of Directors, or a staff member serving under their direction, shall perform all of the duties of the Secretary in the absence or disability of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

(6) The Treasurer: The Treasurer, or the Director of Finance who serves under the direction and control of the Treasurer, shall have the custody of all moneys and securities of the Corporation and shall keep regular books of account. He/She shall supervise the Director of Finance, monitor the financial condition of the Corporation (including disbursement of funds, financial books and records, audits of the Corporation, etc.) on a regular basis and shall render to the Board of Directors from time to time as may be required of him/her, an account of all transactions of the Corporation and of the financial condition of the Corporation. He/She shall perform such other duties incident to the office or that are properly required of him/her by the Board of Directors. The Assistant Treasurer, or Assistant Treasurers in the order designated by the Board of Directors, or staff members serving under their direction, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the President or the Board of Directors.

(7) Delegation: In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his/her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may select.

(8) Vacancies: Vacancies in any office arising from any cause may be filled by the Board of Directors at any annual or special meeting of the Board.

(9) Other Officers: Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

(10) Term – Removal: The officers of the Corporation shall hold office until the next annual meeting of the Board of Directors and until their successors are elected and qualified. However, any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Effective beginning January 1, 1993, no person may serve in the office of Chair, Vice Chair, Secretary or Treasurer for more than three (3) consecutive one-year terms (plus one (1) partial one-year term). A minimum of twelve (12) calendar months must elapse before two (2) terms shall be deemed non-consecutive. Nothing herein shall prevent any person from serving in consecutive offices (for example, three (3) years as Secretary followed immediately by three (3) years as Chair), and nothing shall prohibit the Board of Directors from

extending the last term of any of the officers for a period to be determined by the Board of Directors, at its discretion, if the Board of Directors believe that such an extension is in the best interest of the Corporation.

(11) Bonds: The Board of Directors may, by resolution, require any or all of the officers to give fidelity bonds to the Corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

## ARTICLE V

### Depositories

The moneys of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

## ARTICLE VI

### Notices

Except as may otherwise be required by law, any notice to any Director may be delivered personally, by mail or courier service or by facsimile or email. If mailed or delivered by courier, the notice shall be deemed to have been delivered when deposited in the United States mail or delivered to a courier service, as applicable, addressed to the addressee at his last known address in the records of the Corporation, with postage thereon prepaid or delivery charge prepaid. If delivered by facsimile or email, the notice shall be deemed delivered when it is transmitted, or, if transmitted on a non-business day, the next business day after it has been transmitted.

## ARTICLE VII

### Indemnification of Officers, Directors, Employees and Agents

(1) The Corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by the laws of the State of Washington, as amended from time to time, as set forth in the Corporation's Articles of Incorporation.

(2) Upon the majority vote of a quorum of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, trustee, employee or agent of the Corporation as a director, officer, trustee, employee or agent of another Corporation, partnership, joint venture, trust or

other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation shall have indemnified him against such liability under the provisions of this Article.

## ARTICLE VIII

### Books and Records

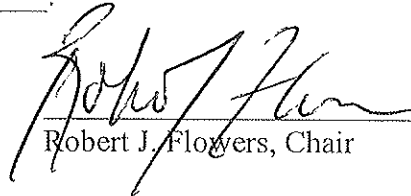
The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, a record of its directors, giving the names and addresses of all directors.

## ARTICLE IX

### Amendment

These Bylaws may be amended at any regular or special meeting by a majority of the Board of Directors.

Adopted by resolution of the Corporation's Board of Directors on  
February 9, 2005.

  
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Robert J. Flowers, Chair